

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)

Please take notice that a claim (the "Claim") has been filed in this case or deemed filed under 11 U.S.C. §1111(a). The Transferee hereby gives evidence and notice pursuant to Fed. R. Bankr. P. 3001(e)(2) of the transfer, other than for security, of the claim referenced in this notice and the evidence of transfer attached hereto as Exhibit A.

<u>Barclays Bank PLC</u>	<u>Union Investment Luxembourg</u>
Name of Transferee	<u>S.A.</u>
	Name of Transferor
<u>\$7,395,851.01</u>	<u>21912</u>
Proof of Claim Amount	Proof of Claim No.

You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to the Transferee at the address below.

TRANSFeree: Barclays Bank PLC
745 Seventh Avenue
New York, NY 10019
Telephone: (212) 412-2865
Fax: (212) 294-0365
Email: daniel.crowley@barclayscapital.com
daniel.miranda@barclayscapital.com



EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Union Investment Luxembourg S.A. ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Barclays Bank PLC ("Purchaser") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Holdings Inc. ("LBHI") (the "Debtor"), the debtor in Case No. 08-13555 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 21912) filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing claim, recognizing Purchaser as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 29 day of April, 2011.

UNION INVESTMENT LUXEMBOURG
S.A.

By: 

Name: A. Mihus, E. Reneerhans

Title:

BARCLAYS BANK PLC

By: 

Name: Daniel Crowley

Title: Managing Director



United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08-13555

PROOF OF CLAIM

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000021912



THIS SPACE IS FOR COURT USE ONLY

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Union Investment Luxembourg S.A. Attn: Mrs. Maria Loewenbrueck, Managing Director 308, Route d'Esch L-1471 Luxembourg	
Telephone number: +352 2640-3000	Email address: UIL-Fondsassistenz@union-investment.lu
Name and address where payment should be sent (if different from above)	
Telephone number:	Email Address:

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: _____
(If known)

Filed on: _____

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 7,395,851.01

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

☐ Check this box if all or part of your claim is based on a Derivative Contract.*

☒ Check this box if all or part of your claim is based on a Guarantee.*

***IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: Warrant (ISIN CH0022923772) -- see attached
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____
3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:
\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ **Amount Unsecured:** \$ _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____
(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
If the documents are not available, please explain:

Date: 9/21/09	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. James H. Millar, PofA
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5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

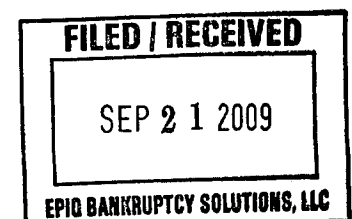
Specify the priority of the claim:

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- ☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- ☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- ☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
- ☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

Amount entitled to priority:

\$ _____

FOR COURT USE ONLY





LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints James H. Millar of Wilmer Cutler Pickering Hale and Dorr LLP as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute one or more proofs of claim to be filed in the bankruptcy proceedings of Lehman Brothers Holdings Inc. (Case No. 08-13555 pending in the United States Bankruptcy Court for the Southern District of New York) or the bankruptcy proceedings of any of its affiliates, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such proofs of claim with the appropriate court or claims agent;

(2) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15 day of September, 2009.

Union Investment Luxembourg S.A., acting as duly appointed management company for and on behalf of the joint investors of the following investment funds (each having no distinct legal personality):

- UniGarant: Global Titans 50 (2011) II (Fund No. LU2006).
- VBMH-Strategie-Spezial (Fund no.: LU7001)
- UniGarant: Deutschland (2012) II (Fund no.: LU2012)
- UniOptiRenta 2013 (Fund no.: LU2046)

By:  

Name: Maria Löwenbrück / Rudolf Kessel
Title: Managing Director / Managing Director

Acknowledged before me on September 15, 2009, by Mrs. Maria Löwenbrück and Mr. Rudolf Kessel, who say that they are Managing Directors of Union Investment Luxembourg S.A. and who are authorized to execute this power of attorney on its behalf.

By: 

Name: Dr. Mike Rinker

Title: Inhouse-Lawyer at Union Asset Management Holding AG

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
LEHMAN BROTHERS HOLDINGS INC., et al.,)	Case No. 08-13555 (JMP)
)	
)	(Jointly Administered)
Debtors.)	
)	

**RIDER TO PROOF OF CLAIM FILED BY
UNION INVESTMENT LUXEMBOURG S.A.**

1. This is a rider and attachment to the proof of claim (the "Proof of Claim") filed by Union Investment Luxembourg S.A., acting as duly appointed management company in its own name but for the joint account of the investors of the Investment Fund UniGarant: Global Titans 50 (2011) II (Fund. No. LU2006) (the Investment Fund does not have a distinct legal personality) ("Union") against Lehman Brothers Holdings Inc. (the "Debtor"), which commenced a case on September 15, 2008 (the "Petition Date") under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

2. Union's claim arises in connection with the Debtor's guarantee (the "Guarantee") of those certain Lehman Brothers Index Zertifikat DJ Global Titans 50 2005(11) (ISIN CH0022923772) Asian Call Warrants (the "Warrants") issued by Lehman Brothers Finance S.A. As provided by the *Notice of Deadlines for Filing Proofs of Claim* (the "Notice"), copies of the warrant terms and other supporting documentation will be electronically uploaded onto <http://www.lehman-claims.com> (as required in the Guarantee Questionnaire (as defined in the Notice)) and are therefore not attached to the Proof of Claim.

3. Union asserts that the Debtor currently owes Union \$7,395,851.01¹ under the Warrants.

4. Union expressly reserves all rights to amend or supplement this Proof of Claim including, without limitation, with respect to additional amounts incurred.

5. In the event that the Debtor or any of the other Debtors assert or Union shall determine, that another of the Debtors is obligated or liable for any of the categories of claims and amounts set forth herein, this Proof of Claim shall be deemed to have been asserted against such other debtor, for such category and amount.

6. In addition to the foregoing amounts, Union also makes claim for all direct, indirect, nominal or consequential damages, interest, costs, attorneys' fees, and other amounts owed or owing to it, pursuant to the Warrants, the Guarantee or otherwise, whether or not liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured. Union also asserts a claim herein for prepetition and postpetition interest to the extent allowed under the Bankruptcy Code and applicable non-bankruptcy law.

7. The filing of this Proof of Claim is not and shall not be deemed or construed as (i) a waiver or release of Union's rights against any person, entity or property; (ii) a consent by Union as to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Union; (iii) a waiver or release of Union's right to trial by jury in this Court or any other court in any proceedings as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant

¹ Union has a total claim of EUR 5,212,750.92 against the Debtor. For the purpose of filing this Proof of Claim, the claim amount has been converted to U.S. Dollars applying the conversion rate of 1 EUR to 1.4188 U.S. Dollars, which was the applicable conversion rate on September 15, 2008.

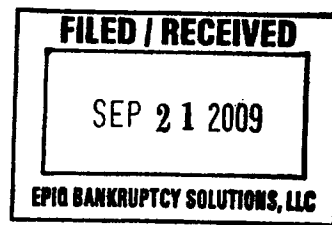
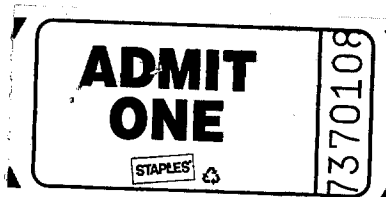
to statute or the United States Constitution; (iv) a consent by Union to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (v) a waiver or release of Union's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (vi) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in these cases against or otherwise involving Union; or (vii) an election of remedies.

8. All notices concerning this Proof of Claim shall be sent to:

Kathryn A. Bennett
WILMER CUTLER PICKERING HALE AND DORR LLP
Attorney for Union Investment Luxembourg S.A.
399 Park Avenue
New York, NY 10022
Phone: (212) 295-6349
Fax: (212) 230-8888
kathryn.bennett@wilmerhale.com

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